

# EXHIBIT 28

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE		PAGE OF PAGES 1 1	
2. AMENDMENT/MODIFICATION NO. 102		3. EFFECTIVE DATE See Block 16C.		4. REQUISITION / PURCHASE REQ. NO. 2-59W-14		PROJECT NO. (If Applicable) 59W
6. ISSUED BY Federal Bureau of Prisons Contract Administration Office Northeast Ohio Correctional Center 2240 Hubbard Rd. Youngstown, OH 44505			CODE		7. ADMINISTERED BY (If other than Item 6) Stephen A. Deffenbaugh Contracting Officer (330) 884-7396	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Corrections Corporation of America 10 Burton Hills Boulevard Nashville, TN 37215					9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (See Item 11)	
CODE: DUNS #066415720 FACILITY CODE					10A. MODIFICATION OF CONTRACT/ORDER NO. X DJB1PC002 /	
					10B. DATED (See Item 13) 12/23/2004	

# 11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

[ ] The above number solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers [ ] is extended, [ ] is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods.

(a) By completing Items 3 and 15, and returning \_\_\_\_\_ copy of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted, or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

## 12. ACCOUNTING AND APPROPRIATION DATA (If required)

S-59W- MNP10118 \$38,847.02 FY 2013  
S-59W- MNP10118 \$1,514,541.07 FY 2014

## 13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OR CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

<input type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF Mutual Agreement of Parties
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) Contract DJB1PC002 Award Fee Determination Plan

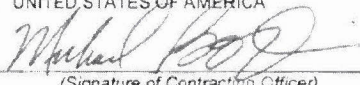
E. IMPORTANT: Contractor [X] is not [ ] is required to sign this document and return \_\_\_\_\_ copies to the issuing office.

## 14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible).

Modification #102 to Contract DJB1PC002 obligates an Award Fee of \$1,553,388.09 for the period of performance of July 1, 2013 through June 30, 2014, determined in accordance with the Award Fee Determination Plan.

See attached letter from Catherine Scott, Fee Determination Official.

Except as provided herein, all items and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Michael Bodine Senior Contracting Officer	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 9/23/14

NSN 7540-01-152-8070  
PREVIOUS EDITION UNUSABLE  
53.243

STANDARD FORM 30 (REV. 10-83)  
Prescribed by GSA FAR (48 CFR)



U.S. Department of Justice

NCO

Federal Bureau of Prisons

B-001100-DC 2014

August 29, 2014

Jeb Beasley, Managing Director  
Corrections Corporation of America  
10 Burton Hills Boulevard  
Nashville, Tennessee 37215

**Re: Award Fee Determination  
Contract DJBIPC-002, Northeast Ohio Correctional Center  
Performance Period July 01, 2013 – June 30, 2014**

Dear Mr. Beasley:

As stipulated in the Award Fee Determination Plan within contract DJBIPC-002, the contractor has an opportunity to earn an award fee commensurate with the achievement of performance above the acceptable level. The maximum award fee may not exceed five (5) percent of the total payment received for the evaluated period.

I have reviewed the recommendation of the Performance Evaluation Board based upon the performance monitoring information and the self-assessment submitted by Corrections Corporation of America (CCA). After a thorough review of this information, CCA received an overall rating of excellent. Therefore, an award fee in the amount of \$1,553,388.09 (or 82% of the maximum award fee) is hereby authorized for the aforementioned performance period.

The Northeast Ohio Correctional Center (NEOCC) was able to perform all vital functions satisfactorily as outlined in the Performance Requirements Summary Table. During the Contract Facility Monitoring (CFM) that was conducted in May 2014, a total of seven (7) deficiencies were identified. There were no Notices of Concern (NOCs) issued.

The contractor continues to pre-screen inmates designated to this low level facility prior to the inmate's arrival for appropriateness. When they discover an inappropriate designation, they promptly notify the DSCC and communicate the reason why. This results in a cost savings to the Bureau as the inmates are re-designated to an appropriate facility prior to their arrival.

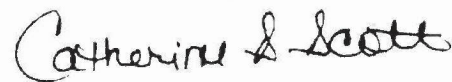
The contractor has demonstrated significant improvement in their overall performance during this rating period.

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Other areas with positive trends include the Special Housing Unit (SHU) running very smoothly during this rating period. The average inmate population for the SHU was 35 to 45 inmates. During the last few months, the population has decreased to an average of 25 inmates. The contractor has improved their SRO reviews in SHU, emphasizing proper evaluation of inmates and by having more staff participate in the review.

You may attach a copy of this correspondence to a separate billing requesting payment of the award fee. We appreciate the efforts of CCA staff during the performance period. Please let me know if you have questions regarding this award fee determination.

Sincerely,

A handwritten signature in black ink that reads "Catherine S. Scott". The signature is written in a cursive style with a large initial "C".

Catherine S. Scott  
Fee Determination Official